

ROBBINS GELLER RUDMAN  
& DOWD LLP  
PATRICK J. COUGHLIN (111070)  
DAVID W. MITCHELL (199706)  
ALEXANDRA S. BERNAY (211068)  
CARMEN A. MEDICI (248417)  
ANGEL P. LAU (286196)  
LONNIE A. BROWNE (293171)  
655 West Broadway, Suite 1900  
San Diego, CA 92101-8498  
Telephone: 619/231-1058  
619/231-7423 (fax)  
patc@rgrdlaw.com  
davidm@rgrdlaw.com  
xanb@rgrdlaw.com  
cmedici@rgrdlaw.com  
alau@rgrdlaw.com  
lbrowne@rgrdlaw.com

DEVINE GOODMAN RASCO &  
WATTS-FITZGERALD, LLP  
JOHN W. DEVINE  
LAWRENCE D. GOODMAN  
ROBERT J. KUNTZ, JR.  
2800 Ponce De Leon Blvd., Suite 1400  
Coral Gables, FL 33134  
Telephone: 305/374-8200  
305/374-8208 (fax)  
jdevine@devinegoodman.com  
lgoodman@devinegoodman.com  
rkuntz@devinegoodman.com

Attorneys for Plaintiffs

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

B & R SUPERMARKET, INC., d/b/a	)	Case No. 3:16-cv-01150-WHA
MILAM'S MARKET, a Florida corporation, et	)	
al., Individually and on Behalf of All Others	)	<u>CLASS ACTION</u>
Similarly Situated,	)	
	)	DECLARATION OF ALEXANDRA S.
Plaintiffs,	)	BERNAY IN SUPPORT OF PLAINTIFFS'
	)	MOTION FOR CLASS CERTIFICATION
vs.	)	UPDATED PURSUANT TO DKT. NO. 432
	)	
VISA, INC., a Delaware corporation, et al.,	)	DATE: May 11, 2017
	)	TIME: 8:00 a.m.
Defendants.	)	CTRM: 8, 19th Floor
	)	JUDGE: Judge William H. Alsup

1 I, Alexandra S. Bernay, declare as follows:

2 1. I am an attorney duly licensed to practice before all of the courts of the State of  
3 California. I am a member of the law firm of Robbins Geller Rudman & Dowd LLP, one of the  
4 counsel of record for plaintiffs B & R Supermarket, Inc. (d/b/a Milam's Market), Grove Liquors  
5 LLC, Strouk Group LLC (d/b/a Monsieur Marcel), and Palero Food Corp. and Cagueyes Food Corp.  
6 (d/b/a Fine Fare Supermarket) ("plaintiffs") in the above-entitled action. I have personal knowledge  
7 of the matters stated herein and, if called upon, I could and would competently testify thereto.

8 2. Pursuant to the Court's March 16, 2017 Order Re Plaintiffs' Administrative Motion  
9 to File Under Seal (Dkt. No. 432), attached to this Declaration are the following exhibits:

- 10 Exhibit 1: VISA-BR1-00366079 (remains under seal);
- 11 Exhibit 2: AMEX00292753;
- 12 Exhibit 3: AMEX00062045;
- 13 Exhibit 4: AMEX00088597;
- 14 Exhibit 5: MC-BR-00029223;
- 15 Exhibit 6: AMEX00051126;
- 16 Exhibit 7: AMEX00196553;
- 17 Exhibit 8: AMEX00034287;
- 18 Exhibit 9: AMEX00034272;
- 19 Exhibit 10: DISCOVER00143978 (remains under seal);
- 20 Exhibit 11: DISCOVER00242365;
- 21 Exhibit 12: AMEX0008455;
- 22 Exhibit 13: VISA-BR1-00497041 (remains under seal);
- 23 Exhibit 14: CHASE NA\_BR\_00007679;
- 24 Exhibit 15: AMEX00085635;
- 25 Exhibit 16: AMEX00068800;
- 26 Exhibit 17: VISA-BR1-00085996 (remains under seal);
- 27 Exhibit 18: MC-BR-00004494;
- 28 Exhibit 19: AMEX00115537;

1 Exhibit 20: MC-BR-00058921;

2 Exhibit 21: GP-0000022;

3 Exhibit 22: AMEX00068959;

4 Exhibit 23: VISA-BR1-00483072 (remains under seal);

5 Exhibit 24: VISA-BR1-00210606;

6 Exhibit 25: *In re Lidoderm Antitrust Litig.*, No. 3:14-md-2521-WHO, Order Granting  
7 Motions for Class Certification and Denying Daubert Motions;

8 Exhibit 26: VISA-BR1-00184318;

9 Exhibit 27: MC-BR-00019748;

10 Exhibit 28: COF00027228 (remains under seal);

11 Exhibit 29: Expert Report of Micah S. Officer (portions remain under seal);

12 Exhibit 30: Letter dated March 8, 2017 to Carmen Medici from Michelle Parikh;

13 Exhibit 31: Resume of Robbins Geller Rudman & Dowd LLP Global Antitrust and  
14 Unfair Competition Practice; and

15 Exhibit 32: Resume of Devine Goodman Rasco & Watts-FitzGerald, LLP.

16 I declare under penalty of perjury under the laws of the United States of America that the  
17 foregoing is true and correct. Executed on March 20, 2017, at San Diego, California.

18 s/ Alexandra S. Bernay  
19 ALEXANDRA S. BERNAY  
20  
21  
22  
23  
24  
25  
26  
27  
28

CERTIFICATE OF SERVICE

I hereby certify that on March 20, 2017, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on March 20, 2017.

s/ Alexandra S. Bernay

ALEXANDRA S. BERNAY

ROBBINS GELLER RUDMAN  
& DOWD LLP

655 West Broadway, Suite 1900

San Diego, CA 92101-8498

Telephone: 619/231-1058

619/231-7423 (fax)

E-mail: xanb@rgrdlaw.com

**Mailing Information for a Case 3:16-cv-01150-WHA B & R Supermarket, Inc., et al v. Visa, Inc. et al****Electronic Mail Notice List**

The following are those who are currently on the list to receive e-mail notices for this case.

- **Courtney Bedell Averbach**  
caverbach@reedsmith.com,courtney-averbach-3429@ecf.pacerpro.com,reed-smith-2312@ecf.pacerpro.com
- **Scott D. Baker**  
sbaker@reedsmith.com,cmosqueda@reedsmith.com,cshanahan@reedsmith.com,scott-baker-8371@ecf.pacerpro.com,reed-smith-2312@ecf.pacerpro.com,cristi-shanahan-4367@ecf.pacerpro.com,drothschild@reedsmith.com
- **Randi D. Bandman**  
randib@rgrdlaw.com,e\_file\_sd@rgrdlaw.com,e\_file\_sf@rgrdlaw.com
- **Peter T. Barbur**  
pbarbur@cravath.com,mao@cravath.com,cgessner@cravath.com
- **John Eliot Beerbower**  
jbeerbower@hunton.com
- **Paul Belonick**  
pbelonick@sidley.com,sfefilingnotice@sidley.com,jhiwa@sidley.com,sfdocket@sidley.com,paul-belonick-5747@ecf.pacerpro.com
- **Craig A Benson**  
CBenson@paulweiss.com,mao\_fednational@paulweiss.com
- **Jane Petersen Bentrott**  
jbentrott@mofo.com
- **Alexandra Senya Bernay**  
xanb@rgrdlaw.com,E\_File\_SD@rgrdlaw.com,jkusy@rgrdlaw.com,AZohrabian@rgrdlaw.com,schateauneuf@rgrdlaw.com
- **Boris Bershteyn**  
boris.bershteyn@skadden.com
- **Daniel I Booker**  
dbooker@reedsmith.com,dalioto@reedsmith.com
- **Andrew Baldwin Brantingham**  
brantingham.andrew@dorsey.com,roadfeldt.christi@dorsey.com
- **Lonnie Anthony Browne**  
LBrowne@rgrdlaw.com
- **Cheryl Ann Cauley**  
ccauley@taylorpatchen.com,schow@taylorpatchen.com
- **Isaac Daniel Chaput**  
ichaput@cravath.com
- **Eva W. Cole**  
ewcole@winston.com,cfernandez@winston.com,docketsf@winston.com,docketny@winston.com
- **Melissa Colon-Bosolet**  
mcolon-bosolet@sidley.com,nyefiling@sidley.com,melissa-colon-bosolet-1976@ecf.pacerpro.com
- **Dana Lynn Cook-Milligan**  
dlcook@winston.com
- **Patrick J. Coughlin**  
PatC@rgrdlaw.com,SusanM@rgrdlaw.com,e\_file\_sd@rgrdlaw.com
- **John William Devine**  
jdevine@devinegoodman.com
- **Kelsie A Docherty**  
kdocherty@cravath.com
- **Matthew A Eisenstein**  
matthew.eisenstein@aporter.com,Jessica.Caterina@aporter.com,Mitchell.Stern@aporter.com
- **Howard Feller**  
hfeller@mcguirewoods.com
- **Tiffani B Figueroa**  
TFigueroa@mofo.com
- **Stephanie Ilana Fine**  
stephanie.fine@aporter.com

- **Natalie Anne Fleming Nolen**  
nflemingnolen@mofo.com
- **Kenneth A. Gallo**  
kgallo@paulweiss.com,mlaramie@paulweiss.com
- **Lawrence Dean Goodman**  
lgoodman@devinegoodman.com,alopez@devinegoodman.com,smallet@devinegoodman.com
- **David F. Graham**  
dgraham@sidley.com,efilingnotice@sidley.com,david-graham-9409@ecf.pacerpro.com
- **Peter E Greene**  
peter.greene@skadden.com
- **Alexander Guney**  
alexander.guney@sedgwicklaw.com
- **James Franklin Herbison**  
jherbiso@winston.com
- **Damaris Hernandez**  
dhernandez@cravath.com,mao@cravath.com
- **D. Bruce Hoffman**  
bhoffman@hunton.com,acordero@hunton.com
- **Peter K. Huston**  
phuston@sidley.com,jhiwa@sidley.com,sfdocket@sidley.com,hebalogi@sidley.com,peter-huston-4120@ecf.pacerpro.com
- **Susan S. Joo**  
sjoo@hunton.com,jocampo@hunton.com
- **J. Brent Justus**  
bjustus@mcguirewoods.com
- **Raoul Dion Kennedy**  
raoul.kennedy@skadden.com,alissa.turnipseed@skadden.com,james.schaefer@skadden.com,sarah.wood@skadden.com
- **Jeffrey L. Kessler**  
jkessler@winston.com,pacercourtfile@winston.com,docketsf@winston.com,docketny@winston.com
- **Ali Klein**  
aklein@cravath.com
- **Leslie Kostyshak**  
lkostyshak@hunton.com,jbeerbower@hunton.com
- **Harry P Koulos**  
harry.koulos@skadden.com
- **Evan R Kreiner**  
evan.kreiner@skadden.com
- **Robert J Kuntz , Jr**  
rkuntz@devinegoodman.com,vccerra@devinegoodman.com
- **Mark P. Ladner**  
mladner@mofo.com,nflemingnolen@mofo.com,stice@mofo.com,docketny@mofo.com,mark-ladner-4922@ecf.pacerpro.com
- **Alexandra Eve Laks**  
alaks@mofo.com,gina-gerrish-5550@ecf.pacerpro.com,ggerrish@mofo.com,alexandra-laks-0787@ecf.pacerpro.com
- **Angel Puimei Lau**  
alau@rgrdlaw.com,tdevries@rgrdlaw.com,e\_file\_sd@rgrdlaw.com
- **Adrienne J Lighten**  
alighten@paulweiss.com
- **Casey Erin Lucier**  
clucier@mcguirewoods.com
- **Martha Corcoran Luemers**  
eFilingPA@dorsey.com,luemers.martha@dorsey.com,evans.elyssa@dorsey.com
- **Michelle Ann Mantine**  
mmantine@reedsmith.com,michelle-mantine-7250@ecf.pacerpro.com,dsharp@reedsmith.com,docketingecf@reedsmith.com,reed-smith-2312@ecf.pacerpro.com,jeremy.feinstein@pnc.com,sament@reedsmith.com
- **Sharon D. Mayo**  
sharon.mayo@apks.com,robert.culhane@aporter.com,Joanna.Lee@aporter.com,Emily.Clark@aporter.com,sfcalendar@aporter.com,Jill.Hernandez@aporter.com

- **Carmen Anthony Medici**  
cmedici@rgrdlaw.com,slandry@rgrdlaw.com,E\_File\_SD@rgrdlaw.com,ckopko@rgrdlaw.com
- **Sean D. Meenan**  
smeenana@winston.com,recordssf@winston.com,pacercourtfile@winston.com,mcourtney@winston.com,docketsf@winston.com
- **Mark R Merley**  
Mark.Merley@APORTER.COM
- **Michael B. Miller**  
mbmiller@mofo.com,mike-miller-9381@ecf.pacerpro.com,docketny@mofo.com
- **David W. Mitchell**  
davidm@rgrdlaw.com,e\_file\_sd@rgrdlaw.com
- **Joseph Laurence Motto**  
JMotto@winston.com,ahodgson@winston.com
- **Dennis Francis Murphy**  
dennis.murphy@sedgwicklaw.com
- **Benjamin Robert Nagin**  
bnagin@sidley.com,nyefiling@sidley.com,benjamin-nagin-5091@ecf.pacerpro.com
- **Karen C Otto**  
karen.otto@aporter.com
- **Elizabeth P Papez**  
epapez@winston.com
- **Michelle Parikh**  
MParikh@paulweiss.com,JNoonan@paulweiss.com,mao\_fednational@paulweiss.com
- **Jeanifer Ellen Parsigian**  
jparsigian@winston.com,hhammon@winston.com,docketsf@winston.com
- **Angela Maryssa Porter**  
porter.angela@dorsey.com,vallant.tammy@dorsey.com
- **David Carlyle Powell**  
dpowell@mcguirewoods.com,usdocket@mcguirewoods.com,jtabisaura@mcguirewoods.com,mdylak@mcguirewoods.com,DQuinonez@mcguirewoods.com
- **Penelope Athene Preovolos**  
ppreovolos@mofo.com,lroiz@mofo.com,linda-roiz-3645@ecf.pacerpro.com,penny-preovolos-9506@ecf.pacerpro.com
- **Frederick Matthew Ralph**  
ralph.matthew@dorsey.com,fairbairn.mary@dorsey.com
- **Paul Jeffrey Riehle**  
paul.riehle@sedgwicklaw.com,SDMAcalendaring@sedgwicklaw.com,phyllis.flynn@sedgwicklaw.com,dennis.murphy@sedgwicklaw.com
- **Lauren Kelley Ross**  
lross@cravath.com,mao@cravath.com
- **Michael Adam Rubin**  
michael.rubin@apks.com
- **Conor Michael Shaffer**  
cshaffer@reedsmith.com
- **Ashley Lynn Shively**  
ashively@reedsmith.com,dkelley@reedsmith.com,ashley-shively-0536@ecf.pacerpro.com,david-kelley-8209@ecf.pacerpro.com,reed-smith-2312@ecf.pacerpro.com
- **Ryan A Shores**  
rshores@hunton.com,gjenkins@hunton.com
- **Robert Yale Sperling**  
rsperling@winston.com
- **Christopher James Steskal**  
csteskal@fenwick.com,kayoung@fenwick.com,jtosches@fenwick.com
- **Stephen E. Taylor**  
staylor@taylorpatchen.com,schow@taylorpatchen.com,cdunbar@taylorpatchen.com
- **Diana Viggiano Valdivia**  
dvaldivia@paulweiss.com
- **Robert John Vizas**  
robert.vizas@aporter.com,marie.zambrano@aporter.com,SFCalendar@aporter.com

- **Jamie Danielle Wells**  
jwells@mcguirewoods.com,ladocket@mcguirewoods.com,dmolakides@mcguirewoods.com
- **Jennifer Michelle Wong**  
jennifer.wong@sidley.com,nyefiling@sidley.com,jennifer-wong-7703@ecf.pacerpro.com
- **Catherine M Yang**  
CYang@paulweiss.com,mao\_fednational@paulweiss.com
- **Armen Zohrabian**  
AZohrabian@rgrdlaw.com

**Manual Notice List**

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)